

RECORDATION NO. 26436-6 **FILED**

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SURFACE TRANSPORTATION BOARD

June 25, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

CIT Rail Trust 2006-1

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement No. 2 (CIT Rail Trust 2006-1), dated June 25, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 6 (CIT Rail Trust 2006-1) being filed with the Board under Recordation Number 26436-F.

The names and addresses of the parties to the enclosed document are:

Trust: CIT Rail Trust 2006-1
by Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

[Indenture
Trustee: Wilmington Trust Company, not individually
but solely as Indenture Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001]

Anne K. Quinlan, Esquire
June 25, 2009
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A description of the railroad equipment covered by the enclosed document is:

30 tank cars within the series DBUX 207068 - DBUX 207107 as more particularly set forth in the equipment schedule attached to the document,

127 tank cars within the series PLMX 30186 - PLMX 30210 and DBUX 208780 - DBUX 300966 as more particularly set forth in the equipment schedule attached to the document,

614 Aluminum Coal Rapid Discharge Hopper Cars: CEFX 69644 - CEFX 69767, ECGX 6001 - ECGX 6240 and EXEX 6000 - EXEX 6249,

95 tank cars within the series PLMX 137443 - PLMX 137742 as more particularly set forth in the attachment to the document;

30 refrigerated boxcars: CEFX 992114 - CEFX 992143.

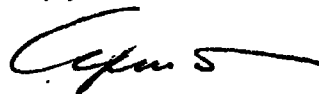
A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 2 (CIT Rail Trust 2006-1).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUN 25 '09 -12 30 PM

TRUST INDENTURE SUPPLEMENT NO. 2
(CIT Rail Trust 2006-1)

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 2 (CIT Rail Trust 2006-1), dated as of June 25, 2009 (this "Indenture Supplement") of CIT RAIL TRUST 2006-1, a Delaware statutory trust (the "Trust").

WITNESSETH:

WHEREAS, Trust has granted to Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") a security interest in all of Trust's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Units"), other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2006-1), dated as of June 30, 2006, as more fully identified on Schedule 2 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, in addition, other than Excepted Property, Trust has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2006-1) dated as of June 30, 2006, as more fully identified on Schedule 2 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto.

WHEREAS, on the date hereof Trust entered into that certain Lease Supplement No. 6 (CIT Rail Trust 2006-1) to the Lease ("Lease Supplement No. 6") with The CIT Group/Equipment Financing, Inc. ("Lessee"), pursuant to which the Lessee assigned to Trust as security for Lessee's obligations under the Lease, Lessee's right, title and interest in, to and under all of Lessee's existing and future subleases with respect to the Units to the extent such subleases relate to Units subject to the Lease (the "Assigned Subleases").

NOW, THEREFORE, the Trust does hereby acknowledge and confirm that the Trust granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed under the Indenture, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Trust in, to and under Lease Supplement No. 6 and the Assigned Subleases (excluding, however, in each case any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, for the benefit of the holders from time to time of such Equipment Notes, subject to the terms and conditions of the Indenture.

This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein, in Lease Supplement No. 6 and in the Assigned Subleases.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

The Trust wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

It is expressly agreed and understood that all representations, warranties and undertakings of Trust hereunder (except as expressly provided herein) shall be binding upon Trust only in its capacity as Trust and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Trust hereunder.

* * *

IN WITNESS WHEREOF, the Trust has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

CIT RAIL TRUST 2006-1

By: **WELLS FARGO BANK, NATIONAL ASSOCIATION**, not in its individual capacity, but solely as Owner Trustee

By: *Tracy M. McLamb*
Name: Tracy M. McLamb
Title: Vice President

STATE OF Delaware)
) ss:
COUNTY OF New Castle

The foregoing Lease Supplement (CIT Rail Trust 2006-1) was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 23rd day of June, 2009 by Tracy M. McLamb, as Vice President of WELLS FARGO BANK, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee on behalf of CIT RAIL TRUST 2006-1.

Molly Ann Breffitt
Notary Public

My commission expires: _____

[Notarial Seal]

MOLLY ANN BREFFITT
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Sept. 20, 2010

Schedule 1
(Description of the Equipment)

Basic Group	Number	Description/Type	Mark and Numbers
A	30	25,500 gallon General Purpose Tank Cars	See Schedule 1-A attached hereto
B	127	30,000 gallon General Purpose Tank Cars	See Schedule 1-B attached hereto
C	614	Aluminum Coal Rapid Discharge Hopper Cars	See Schedule 1-C attached hereto
D	95	33,000 gallon Pressure Tank Cars	See Schedule 1-D attached hereto
E	30	Refrigerated Boxcars	See Schedule 1-E attached hereto

Schedule 1-A
(Marks / Numbers)

DBUX	207068	DBUX	207078	DBUX	207094	DBUX	207102
DBUX	207069	DBUX	207079	DBUX	207095	DBUX	207103
DBUX	207070	DBUX	207086	DBUX	207096	DBUX	207104
DBUX	207071	DBUX	207088	DBUX	207097	DBUX	207105
DBUX	207073	DBUX	207090	DBUX	207098	DBUX	207106
DBUX	207074	DBUX	207091	DBUX	207099	DBUX	207107
DBUX	207076	DBUX	207092	DBUX	207100		
DBUX	207077	DBUX	207093	DBUX	207101		

Schedule 1-B
(Marks / Numbers)

DBUX	208780	DBUX	208812	DBUX	300876	DBUX	300915
DBUX	208781	DBUX	208813	DBUX	300877	DBUX	300916
DBUX	208782	DBUX	208814	DBUX	300878	DBUX	300917
DBUX	208783	DBUX	208815	DBUX	300879	DBUX	300918
DBUX	208784	DBUX	208816	DBUX	300880	DBUX	300919
DBUX	208785	DBUX	208817	DBUX	300881	DBUX	300920
DBUX	208786	DBUX	208818	DBUX	300882	DBUX	300921
DBUX	208787	DBUX	208819	DBUX	300883	DBUX	300922
DBUX	208788	DBUX	208832	DBUX	300884	DBUX	300923
DBUX	208789	DBUX	208850	DBUX	300885	DBUX	300924
DBUX	208790	DBUX	208855	DBUX	300886	DBUX	300925
DBUX	208791	DBUX	208856	DBUX	300894	DBUX	300926
DBUX	208792	DBUX	208857	DBUX	300895	DBUX	300927
DBUX	208793	DBUX	208858	DBUX	300896	DBUX	300928
DBUX	208794	DBUX	208862	DBUX	300897	DBUX	300929
DBUX	208795	DBUX	208863	DBUX	300898	DBUX	300930
DBUX	208796	DBUX	208864	DBUX	300899	DBUX	300932
DBUX	208797	DBUX	208865	DBUX	300900	DBUX	300947
DBUX	208798	DBUX	208867	DBUX	300901	DBUX	300949
DBUX	208799	DBUX	208869	DBUX	300902	DBUX	300952
DBUX	208800	DBUX	208871	DBUX	300903	DBUX	300954
DBUX	208801	DBUX	208872	DBUX	300904	DBUX	300955
DBUX	208802	DBUX	208875	DBUX	300905	DBUX	300959
DBUX	208803	DBUX	208876	DBUX	300906	DBUX	300961
DBUX	208804	DBUX	208877	DBUX	300907	DBUX	300966
DBUX	208805	DBUX	208879	DBUX	300908	PLMX	30186
DBUX	208806	DBUX	208881	DBUX	300909	PLMX	30187
DBUX	208807	DBUX	208882	DBUX	300910	PLMX	30192
DBUX	208808	DBUX	208883	DBUX	300911	PLMX	30203
DBUX	208809	DBUX	208884	DBUX	300912	PLMX	30208
DBUX	208810	DBUX	208885	DBUX	300913	PLMX	30210
DBUX	208811	DBUX	300875	DBUX	300914		

Schedule 1-C
(Marks / Numbers)

CEFX	69644	CEFX	69684	CEFX	69724	CEFX	69764
CEFX	69645	CEFX	69685	CEFX	69725	CEFX	69765
CEFX	69646	CEFX	69686	CEFX	69726	CEFX	69766
CEFX	69647	CEFX	69687	CEFX	69727	CEFX	69767
CEFX	69648	CEFX	69688	CEFX	69728	ECGX	6001
CEFX	69649	CEFX	69689	CEFX	69729	ECGX	6002
CEFX	69650	CEFX	69690	CEFX	69730	ECGX	6003
CEFX	69651	CEFX	69691	CEFX	69731	ECGX	6004
CEFX	69652	CEFX	69692	CEFX	69732	ECGX	6005
CEFX	69653	CEFX	69693	CEFX	69733	ECGX	6006
CEFX	69654	CEFX	69694	CEFX	69734	ECGX	6007
CEFX	69655	CEFX	69695	CEFX	69735	ECGX	6008
CEFX	69656	CEFX	69696	CEFX	69736	ECGX	6009
CEFX	69657	CEFX	69697	CEFX	69737	ECGX	6010
CEFX	69658	CEFX	69698	CEFX	69738	ECGX	6011
CEFX	69659	CEFX	69699	CEFX	69739	ECGX	6012
CEFX	69660	CEFX	69700	CEFX	69740	ECGX	6013
CEFX	69661	CEFX	69701	CEFX	69741	ECGX	6014
CEFX	69662	CEFX	69702	CEFX	69742	ECGX	6015
CEFX	69663	CEFX	69703	CEFX	69743	ECGX	6016
CEFX	69664	CEFX	69704	CEFX	69744	ECGX	6017
CEFX	69665	CEFX	69705	CEFX	69745	ECGX	6018
CEFX	69666	CEFX	69706	CEFX	69746	ECGX	6019
CEFX	69667	CEFX	69707	CEFX	69747	ECGX	6020
CEFX	69668	CEFX	69708	CEFX	69748	ECGX	6021
CEFX	69669	CEFX	69709	CEFX	69749	ECGX	6022
CEFX	69670	CEFX	69710	CEFX	69750	ECGX	6023
CEFX	69671	CEFX	69711	CEFX	69751	ECGX	6024
CEFX	69672	CEFX	69712	CEFX	69752	ECGX	6025
CEFX	69673	CEFX	69713	CEFX	69753	ECGX	6026
CEFX	69674	CEFX	69714	CEFX	69754	ECGX	6027
CEFX	69675	CEFX	69715	CEFX	69755	ECGX	6028
CEFX	69676	CEFX	69716	CEFX	69756	ECGX	6029
CEFX	69677	CEFX	69717	CEFX	69757	ECGX	6030
CEFX	69678	CEFX	69718	CEFX	69758	ECGX	6031
CEFX	69679	CEFX	69719	CEFX	69759	ECGX	6032
CEFX	69680	CEFX	69720	CEFX	69760	ECGX	6033
CEFX	69681	CEFX	69721	CEFX	69761	ECGX	6034
CEFX	69682	CEFX	69722	CEFX	69762	ECGX	6035
CEFX	69683	CEFX	69723	CEFX	69763	ECGX	6036

ECGX	6037	ECGX	6080	ECGX	6123	ECGX	6166
ECGX	6038	ECGX	6081	ECGX	6124	ECGX	6167
ECGX	6039	ECGX	6082	ECGX	6125	ECGX	6168
ECGX	6040	ECGX	6083	ECGX	6126	ECGX	6169
ECGX	6041	ECGX	6084	ECGX	6127	ECGX	6170
ECGX	6042	ECGX	6085	ECGX	6128	ECGX	6171
ECGX	6043	ECGX	6086	ECGX	6129	ECGX	6172
ECGX	6044	ECGX	6087	ECGX	6130	ECGX	6173
ECGX	6045	ECGX	6088	ECGX	6131	ECGX	6174
ECGX	6046	ECGX	6089	ECGX	6132	ECGX	6175
ECGX	6047	ECGX	6090	ECGX	6133	ECGX	6176
ECGX	6048	ECGX	6091	ECGX	6134	ECGX	6177
ECGX	6049	ECGX	6092	ECGX	6135	ECGX	6178
ECGX	6050	ECGX	6093	ECGX	6136	ECGX	6179
ECGX	6051	ECGX	6094	ECGX	6137	ECGX	6180
ECGX	6052	ECGX	6095	ECGX	6138	ECGX	6181
ECGX	6053	ECGX	6096	ECGX	6139	ECGX	6182
ECGX	6054	ECGX	6097	ECGX	6140	ECGX	6183
ECGX	6055	ECGX	6098	ECGX	6141	ECGX	6184
ECGX	6056	ECGX	6099	ECGX	6142	ECGX	6185
ECGX	6057	ECGX	6100	ECGX	6143	ECGX	6186
ECGX	6058	ECGX	6101	ECGX	6144	ECGX	6187
ECGX	6059	ECGX	6102	ECGX	6145	ECGX	6188
ECGX	6060	ECGX	6103	ECGX	6146	ECGX	6189
ECGX	6061	ECGX	6104	ECGX	6147	ECGX	6190
ECGX	6062	ECGX	6105	ECGX	6148	ECGX	6191
ECGX	6063	ECGX	6106	ECGX	6149	ECGX	6192
ECGX	6064	ECGX	6107	ECGX	6150	ECGX	6193
ECGX	6065	ECGX	6108	ECGX	6151	ECGX	6194
ECGX	6066	ECGX	6109	ECGX	6152	ECGX	6195
ECGX	6067	ECGX	6110	ECGX	6153	ECGX	6196
ECGX	6068	ECGX	6111	ECGX	6154	ECGX	6197
ECGX	6069	ECGX	6112	ECGX	6155	ECGX	6198
ECGX	6070	ECGX	6113	ECGX	6156	ECGX	6199
ECGX	6071	ECGX	6114	ECGX	6157	ECGX	6200
ECGX	6072	ECGX	6115	ECGX	6158	ECGX	6201
ECGX	6073	ECGX	6116	ECGX	6159	ECGX	6202
ECGX	6074	ECGX	6117	ECGX	6160	ECGX	6203
ECGX	6075	ECGX	6118	ECGX	6161	ECGX	6204
ECGX	6076	ECGX	6119	ECGX	6162	ECGX	6205
ECGX	6077	ECGX	6120	ECGX	6163	ECGX	6206
ECGX	6078	ECGX	6121	ECGX	6164	ECGX	6207
ECGX	6079	ECGX	6122	ECGX	6165	ECGX	6208

ECGX	6209	EXEX	6011	EXEX	6054	EXEX	6097
ECGX	6210	EXEX	6012	EXEX	6055	EXEX	6098
ECGX	6211	EXEX	6013	EXEX	6056	EXEX	6099
ECGX	6212	EXEX	6014	EXEX	6057	EXEX	6100
ECGX	6213	EXEX	6015	EXEX	6058	EXEX	6101
ECGX	6214	EXEX	6016	EXEX	6059	EXEX	6102
ECGX	6215	EXEX	6017	EXEX	6060	EXEX	6103
ECGX	6216	EXEX	6018	EXEX	6061	EXEX	6104
ECGX	6217	EXEX	6019	EXEX	6062	EXEX	6105
ECGX	6218	EXEX	6020	EXEX	6063	EXEX	6106
ECGX	6219	EXEX	6021	EXEX	6064	EXEX	6107
ECGX	6220	EXEX	6022	EXEX	6065	EXEX	6108
ECGX	6221	EXEX	6023	EXEX	6066	EXEX	6109
ECGX	6222	EXEX	6024	EXEX	6067	EXEX	6110
ECGX	6223	EXEX	6025	EXEX	6068	EXEX	6111
ECGX	6224	EXEX	6026	EXEX	6069	EXEX	6112
ECGX	6225	EXEX	6027	EXEX	6070	EXEX	6113
ECGX	6226	EXEX	6028	EXEX	6071	EXEX	6114
ECGX	6227	EXEX	6029	EXEX	6072	EXEX	6115
ECGX	6228	EXEX	6030	EXEX	6073	EXEX	6116
ECGX	6229	EXEX	6031	EXEX	6074	EXEX	6117
ECGX	6230	EXEX	6032	EXEX	6075	EXEX	6118
ECGX	6231	EXEX	6033	EXEX	6076	EXEX	6119
ECGX	6232	EXEX	6034	EXEX	6077	EXEX	6120
ECGX	6233	EXEX	6035	EXEX	6078	EXEX	6121
ECGX	6234	EXEX	6036	EXEX	6079	EXEX	6122
ECGX	6235	EXEX	6037	EXEX	6080	EXEX	6123
ECGX	6236	EXEX	6038	EXEX	6081	EXEX	6124
ECGX	6237	EXEX	6039	EXEX	6082	EXEX	6125
ECGX	6238	EXEX	6040	EXEX	6083	EXEX	6126
ECGX	6239	EXEX	6041	EXEX	6084	EXEX	6127
ECGX	6240	EXEX	6042	EXEX	6085	EXEX	6128
EXEX	6000	EXEX	6043	EXEX	6086	EXEX	6129
EXEX	6001	EXEX	6044	EXEX	6087	EXEX	6130
EXEX	6002	EXEX	6045	EXEX	6088	EXEX	6131
EXEX	6003	EXEX	6046	EXEX	6089	EXEX	6132
EXEX	6004	EXEX	6047	EXEX	6090	EXEX	6133
EXEX	6005	EXEX	6048	EXEX	6091	EXEX	6134
EXEX	6006	EXEX	6049	EXEX	6092	EXEX	6135
EXEX	6007	EXEX	6050	EXEX	6093	EXEX	6136
EXEX	6008	EXEX	6051	EXEX	6094	EXEX	6137
EXEX	6009	EXEX	6052	EXEX	6095	EXEX	6138
EXEX	6010	EXEX	6053	EXEX	6096	EXEX	6139

EXEX	6140	EXEX	6168	EXEX	6196	EXEX	6224
EXEX	6141	EXEX	6169	EXEX	6197	EXEX	6225
EXEX	6142	EXEX	6170	EXEX	6198	EXEX	6226
EXEX	6143	EXEX	6171	EXEX	6199	EXEX	6227
EXEX	6144	EXEX	6172	EXEX	6200	EXEX	6228
EXEX	6145	EXEX	6173	EXEX	6201	EXEX	6229
EXEX	6146	EXEX	6174	EXEX	6202	EXEX	6230
EXEX	6147	EXEX	6175	EXEX	6203	EXEX	6231
EXEX	6148	EXEX	6176	EXEX	6204	EXEX	6232
EXEX	6149	EXEX	6177	EXEX	6205	EXEX	6233
EXEX	6150	EXEX	6178	EXEX	6206	EXEX	6234
EXEX	6151	EXEX	6179	EXEX	6207	EXEX	6235
EXEX	6152	EXEX	6180	EXEX	6208	EXEX	6236
EXEX	6153	EXEX	6181	EXEX	6209	EXEX	6237
EXEX	6154	EXEX	6182	EXEX	6210	EXEX	6238
EXEX	6155	EXEX	6183	EXEX	6211	EXEX	6239
EXEX	6156	EXEX	6184	EXEX	6212	EXEX	6240
EXEX	6157	EXEX	6185	EXEX	6213	EXEX	6241
EXEX	6158	EXEX	6186	EXEX	6214	EXEX	6242
EXEX	6159	EXEX	6187	EXEX	6215	EXEX	6243
EXEX	6160	EXEX	6188	EXEX	6216	EXEX	6244
EXEX	6161	EXEX	6189	EXEX	6217	EXEX	6245
EXEX	6162	EXEX	6190	EXEX	6218	EXEX	6246
EXEX	6163	EXEX	6191	EXEX	6219	EXEX	6247
EXEX	6164	EXEX	6192	EXEX	6220	EXEX	6248
EXEX	6165	EXEX	6193	EXEX	6221	EXEX	6249
EXEX	6166	EXEX	6194	EXEX	6222		
EXEX	6167	EXEX	6195	EXEX	6223		

Schedule 1-D
(Marks / Numbers)

PLMX	137443	PLMX	137493	PLMX	137585	PLMX	137706
PLMX	137444	PLMX	137494	PLMX	137586	PLMX	137707
PLMX	137448	PLMX	137495	PLMX	137589	PLMX	137708
PLMX	137450	PLMX	137496	PLMX	137594	PLMX	137709
PLMX	137452	PLMX	137497	PLMX	137595	PLMX	137710
PLMX	137453	PLMX	137499	PLMX	137596	PLMX	137711
PLMX	137454	PLMX	137501	PLMX	137597	PLMX	137712
PLMX	137455	PLMX	137502	PLMX	137598	PLMX	137713
PLMX	137457	PLMX	137503	PLMX	137600	PLMX	137714
PLMX	137458	PLMX	137504	PLMX	137603	PLMX	137715
PLMX	137459	PLMX	137505	PLMX	137604	PLMX	137716
PLMX	137460	PLMX	137506	PLMX	137605	PLMX	137717
PLMX	137461	PLMX	137511	PLMX	137607	PLMX	137719
PLMX	137463	PLMX	137513	PLMX	137609	PLMX	137721
PLMX	137464	PLMX	137515	PLMX	137698	PLMX	137722
PLMX	137473	PLMX	137517	PLMX	137696	PLMX	137723
PLMX	137478	PLMX	137521	PLMX	137698	PLMX	137724
PLMX	137480	PLMX	137547	PLMX	137699	PLMX	137726
PLMX	137481	PLMX	137550	PLMX	137700	PLMX	137727
PLMX	137482	PLMX	137551	PLMX	137701	PLMX	137731
PLMX	137484	PLMX	137562	PLMX	137702	PLMX	137734
PLMX	137486	PLMX	137565	PLMX	137703	PLMX	137736
PLMX	137489	PLMX	137570	PLMX	137704	PLMX	137742
PLMX	137491	PLMX	137581	PLMX	137705		

Schedule 1-E
(Marks / Numbers)

CEFX 992114	CEFX 992122	CEFX 992130	CEFX 992138
CEFX 992115	CEFX 992123	CEFX 992131	CEFX 992139
CEFX 992116	CEFX 992124	CEFX 992132	CEFX 992140
CEFX 992117	CEFX 992125	CEFX 992133	CEFX 992141
CEFX 992118	CEFX 992126	CEFX 992134	CEFX 992142
CEFX 992119	CEFX 992127	CEFX 992135	CEFX 992143
CEFX 992120	CEFX 992128	CEFX 992136	
CEFX 992121	CEFX 992129	CEFX 992137	

Schedule 2
(Description of the Indenture and the Lease)

Trust Indenture and Security Agreement (CIT Rail Trust 2006-1) dated as of June 30, 2006, as supplemented by that certain Trust Indenture Supplement No. 1 dated as of June 30, 2006, as amended pursuant to that certain Omnibus Amendment dated as of October 31, 2008, as further amended pursuant to that Second Omnibus Amendment dated as of June 24, 2009

Equipment Lease Agreement (CIT Rail Trust 2006-1) dated as of June 30, 2006, as supplemented by that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5, each dated as of June 30, 2006, as amended pursuant to that certain Omnibus Amendment dated as of October 31, 2008, as further amended pursuant to that Second Omnibus Amendment dated as of June 24, 2009

Schedule 3
(Filing Information)

A Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 was filed with (i) the Surface Transportation Board on June 30, 2006 at 2:51 p.m. under recordation number 26436-A, and (ii) the Registrar General of Canada on June 30, 2006 at 1:32 p.m., as amended and restated pursuant to that certain Amended and Restated Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 filed with (i) the Surface Transportation Board on October 31, 2008 at 12:15 p.m. under recordation number 26436-C, and (ii) the Registrar General of Canada on October 31, 2008 at 1:46 p.m., as further amended and restated pursuant to that certain Second Amended and Restated Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 filed with (i) the Surface Transportation Board on June 24, 2009 at 2:15 p.m. under recordation number 26436-E, and (ii) the Registrar General of Canada on June 24, 2009 at 3:47 p.m.

A Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 was filed with (i) the Surface Transportation Board on June 30, 2006 at 2:41 p.m. under recordation number 26436, and (ii) the Registrar General of Canada on June 30, 2006 at 1:32 p.m., as amended and restated pursuant to that certain Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 filed with (i) the Surface Transportation Board on October 31, 2008 at 12:15 p.m. under recordation number 26436-B, and (ii) the Registrar General of Canada on October 31, 2008 at 1:46 p.m., as further amended and restated pursuant to that certain Second Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 filed with (i) the Surface Transportation Board on June 24, 2009 at 2:15 p.m. under recordation number 26436-D, and (ii) the Registrar General of Canada on June 24, 2009 at 3:47 p.m.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/25/09



Robert W. Alvord